

Resolution Number TC-1782

WHEREAS, the City and County of Denver, the Regional Transportation District, the Denver Regional Council of Governments and the Colorado Department of Transportation (the “Department”) (collectively, the “Partner Agencies”) entered into an Intergovernmental Agreement for the Acquisition and Development of Denver Union Terminal on July 24, 2001 (the “IGA”) for the redevelopment of Denver Union Station and its surrounding environs in lower downtown Denver as a multi-modal transportation center to serve as the future hub for several transportation modes in the Denver metropolitan area (the “Project”); and

WHEREAS, since 2001, the Partner Agencies have prepared a Denver Union Station Master Plan, received a Record of Decision confirming the Federal Transit Authority’s approval to proceed with the Project under the National Environmental Policy Act, secured the necessary approvals for tax increment financing for the Project, established the Denver Union Station Project Authority (“DUSPA”) to become the permanent governing body for the Project and contracted a design/build firm to construct the Project, which is scheduled for completion in 2013; and

WHEREAS, in 2008, the Transportation Commission adopted the Denver Union Station Master Plan Supplement which highlights the goals and vision for the Project; and

WHEREAS, the DUS Plan of Finance provides several revenue sources for the payment of Project costs, which revenue sources include a \$16.8 million award of Senate Bill 97-001 revenue by the Transportation Commission in 2006; and

WHEREAS, the Project also competed strongly in the Commission’s second round of Strategic Transit awards during 2009 and was allocated an additional \$18.6 million, however it is unlikely that any additional strategic transit funds will become available with the enactment of SB09-228; and WHEREAS, the approved elements of the Strategic Transit project, the Optimization of the Downtown Circular Access, Final Design of the Commuter Rail Facility, Final Design for Commercial Bus Facilities and Final Design of RTD’s Regional Bus Facility (collectively the “Approved DUS Project Elements”) were identified as appropriate and timely uses of the SB97-001 funds when approved in 2006; and

WHEREAS, DUSPA recognizes and acknowledges that it is the intent of the Transportation Commission to apply the SB97-001 funds to pay Project costs associated with the Approved DUS Project Elements; and

WHEREAS, DUSPA is pursuing a low-interest Transportation Infrastructure Finance and Innovation Act (“TIFIA”) loan from the United States Department of Transportation (“USDOT”) that will require upon closing the immediate payment of credit subsidy fee of approximately \$15 million (the “Credit Subsidy Fee”); and

WHEREAS, the payment of the Credit Subsidy Fee may only be made out of local funds; and

WHEREAS, the SB97-001 funds are the most liquid and readily available remaining local funding source from which to pay the required fee; and

WHEREAS, DUSPA is seeking the Commission's agreement to temporarily use the SB97-001 funds for the payment of the Credit Subsidy Fee; and to subsequently re-allocate such SB97-001 funds for the initial intended purpose of the construction of Approved DUS Elements.

WHEREAS, the Transportation Commission has reviewed the proposed Project costs, revenue sources and financing methods for Denver Union Station; and

WHEREAS, the Transportation Commission acknowledges the DUS Project Elements are in keeping with the Strategic Transit Plan and the scope of the legislative guidelines.

NOW THEREFORE BE IT RESOLVED, the Transportation Commission hereby approves the use of up to \$16.8 million of SB1 Transit Funding as payment for the Credit Subsidy Fee for the TIFIA loan with the following conditions:

- No disbursement of SB97-001 funds for the payment of the Credit Subsidy Fee shall occur until USDOT has approved the final financial plan for the Project.**
- DUSPA and the Department shall execute an intergovernmental agreement specifying how and when such SB97-001 funds will be reallocated to fund Approved Project Element costs upon the financial closing and full federal funding of the Project.**
- The intergovernmental agreement between DUSPA and the Department shall provide that the SB97-001 funds will ultimately be used to finance Approved DUS Project Elements.**
- The Department shall be provided the opportunity to review and approve the Master Indenture and the DUSPA/RTD Funding Agreement to assure that such documents support the timely reallocation of SB97-001 funds to finance the development of Approved DUS Project Elements.**